

EXHIBIT K

From: Rizzo, Briana C. <BCRizzo@Venable.com>
Sent: Wednesday, October 18, 2017 12:06 PM
To: Krista K. Stone; John T. McInnes
Cc: Root, Amanda R.; Spriggs, Annette M.
Subject: RE: BSA - Hanna Instruments, Inc.
Attachments: 9575482-v1-Complaint Microsoft v TRG.PDF; 9575485-v1-Complaint Microsoft v EBIX.PDF; 9575489-v1-Complaint Microsoft v Datapipe.pdf; 9575453-v1-Complaint--Adobe v Forever 21.pdf

Categories: Copied to LegalWorks

Dear Krista,

Thank you for your letter of October 11, 2017.

Though we appreciate the effort that Hanna Instruments performed in putting together their audit results, the provision of purchase orders, price quotes, purchase requisitions are not acceptable as valid proof of purchase to our client. Reason being, the aforesaid documents do not demonstrate that a purchase has taken place, they merely establish intent to make a purchase of software. The BSA gladly accepts proofs of purchase such as invoices, Microsoft Volume License pages, and email confirmations. These examples all show that a transaction has in fact been accomplished. If Hanna has any documentation of that sort, we would be happy to review it.

You state in your letter that the BSA should obtain proof of payment from their members. Please be reminded that the BSA is a trade association and it is neither appropriate nor efficient for them to request from their members in every single case for evidence that the customer should be keeping as long as the software at issue is installed on their computers. In addition, please be assured that the BSA has internally vetted your client's matter and the evidence it had. They then consulted with their members who authorized this inquiry. If the member's records indicated Hanna Instruments was a fully licensed company, it is unlikely they would have approved BSA proceeding.

Please understand that the BSA approached your client directly and requested its cooperation in this matter because an initial investigation led us to the conclusion that your client would be interested in working with us cooperatively. The rights holders had the alternative option of simply commencing litigation and seeking a court order permitting a raid by U.S. Marshals. BSA still believes that an informal resolution of the problem is preferable to a much more costly and time-consuming lawsuit – during which your client would have to provide the same information, but under considerably more onerous conditions. BSA hopes that your client will agree.

The BSA and its members take the enforcement of their copyrights very seriously. We want to make you aware that a number of complaints for copyright infringement have been filed by BSA member companies against companies in similar situations. *See e.g., Adobe Systems Inc., Autodesk, Inc. and Corel Corp. v. Forever 21, Inc.*, 5:15-cv-00404-HRL (N.D. California); *Microsoft Corp. v. Ebix, Inc.*, 1:13-cv-01655-CAP (N.D. Georgia); *Microsoft Corp. v. TRG Customer Solutions, Inc.*, 1:13-cv-00867-ABJ (U.S.D.C.). We attach copies of these complaints for your reference.

Needless to say, our client does not consider this matter closed. I would like to set up a call with your office sometime this week to discuss your client's response to the BSA's settlement offer. I am available tomorrow between 10-12pm and 2-4pm ET.

Thank you,

Bri

Briana C. Rizzo, Esq. | Venable LLP
t 202.344.4163 | f 202.344.8300 | m 703.772.4753

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From: Krista K. Stone [mailto:krista@mcmcip.com]

Sent: Wednesday, October 11, 2017 6:04 PM

To: Rizzo, Briana C. <BCRizzo@Venable.com>; John T. McInnes <john@mcmcip.com>

Cc: Root, Amanda R. <ARRoot@Venable.com>; Spriggs, Annette M. <AMSpriggs@Venable.com>

Subject: RE: BSA - Hanna Instruments, Inc.

Hi Briana,

Please find Hanna's response attached. We will follow up with a hard copy by priority mail.

Best Regards,

Krista

Krista K. Stone
Attorney
McInnes & McLane, LLP
9 Exchange Street
Worcester, MA 01608
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From: Rizzo, Briana C. [mailto:BCRizzo@Venable.com]

Sent: Wednesday, October 11, 2017 4:53 PM

To: Krista K. Stone; John T. McInnes

Cc: Root, Amanda R.; Spriggs, Annette M.

Subject: RE: BSA - Hanna Instruments, Inc.

Krista,

Touching base again. You noted you would send the BSA your client's settlement response today. Are you in a position to send that? I will be out of the office tomorrow and Friday for business and would like to be able to move this along before then.

Thanks,

Bri

Briana C. Rizzo, Esq. | Venable LLP

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From: Rizzo, Briana C.

Sent: Tuesday, October 10, 2017 12:54 PM

To: 'Krista K. Stone' <krista@mcmcip.com>; John T. McInnes <john@mcmcip.com>

Cc: Root, Amanda R. <ARRoot@Venable.com>; Spriggs, Annette M. <AMSpriggs@Venable.com>

Subject: RE: BSA - Hanna Instruments, Inc.

Krista,

Thank you. We look forward to hearing from you then.

Best,

Bri

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From: Krista K. Stone [<mailto:krista@mcmcip.com>]

Sent: Tuesday, October 10, 2017 12:29 PM

To: Rizzo, Briana C. <BCRizzo@Venable.com>; John T. McInnes <john@mcmcip.com>

Cc: Root, Amanda R. <ARRoot@Venable.com>; Spriggs, Annette M. <AMSpriggs@Venable.com>

Subject: Re: BSA - Hanna Instruments, Inc.

Hi Briana,

I have been out of the office. We will have a response for you tomorrow.

Best regards,

Krista

Sent from my Verizon, Samsung Galaxy smartphone

----- Original message -----

From: "Rizzo, Briana C." <BCRizzo@Venable.com>

Date: 10/9/17 10:35 AM (GMT-05:00)

To: "Krista K. Stone" <krista@mcmcip.com>, "John T. McInnes" <john@mcmcip.com>

Cc: "Root, Amanda R." <ARRoot@Venable.com>, "Spriggs, Annette M." <AMSpriggs@Venable.com>

Subject: RE: BSA - Hanna Instruments, Inc.

Krista,

Checking in on this again. Have you had a chance to follow up with your client yet?

Thanks,

Bri

Briana C. Rizzo, Esq. | Venable LLP

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From: Rizzo, Briana C.

Sent: Wednesday, October 04, 2017 12:49 PM

To: 'Krista K. Stone' <krista@mcmcip.com>; John T. McInnes <john@mcmcip.com>

Cc: Root, Amanda R. <ARRoot@Venable.com>; Spriggs, Annette M. <AMSpriggs@Venable.com>

Subject: RE: BSA - Hanna Instruments, Inc.

Krista,

Thanks for the update. The BSA is anxious to move this matter along as efficiently as possible, so please let us know your client's response as soon as possible.

Thanks,

Bri

Briana C. Rizzo, Esq. | Venable LLP

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BCRizzo@Venable.com | www.Venable.com

From: Krista K. Stone [<mailto:krista@mcmcip.com>]

Sent: Wednesday, October 04, 2017 11:34 AM

To: Rizzo, Briana C. <BCRizzo@Venable.com>; John T. McInnes <john@mcmcip.com>

Cc: Root, Amanda R. <ARRoot@Venable.com>; Spriggs, Annette M. <AMSpriggs@Venable.com>

Subject: RE: BSA - Hanna Instruments, Inc.

Hi Briana,

We have not had the chance to discuss this with our client. We will get back to you after we speak with them.

Best Regards,

Krista

Krista K. Stone

Attorney

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From: Rizzo, Briana C. [<mailto:BCRizzo@Venable.com>]

Sent: Wednesday, October 04, 2017 11:21 AM

To: John T. McInnes; Krista K. Stone

Cc: Root, Amanda R.; Spriggs, Annette M.

Subject: RE: BSA - Hanna Instruments, Inc.

John,

Just touching base on this again, as Hanna's response to the BSA's settlement offer was due yesterday and we did not receive any correspondence from your team. Feel free to let us know if it was sent and we just missed it. Otherwise, will your client be in a position to submit a good faith response to this offer by the end of the week?

Thanks,

Bri

Briana C. Rizzo, Esq. | Venable LLP

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From: Rizzo, Briana C.

Sent: Tuesday, September 26, 2017 5:12 PM

To: John T. McInnes <john@mcmcip.com>; 'Krista K. Stone' <krista@mcmcip.com>

Cc: Root, Amanda R. <ARRoot@Venable.com>; Spriggs, Annette M. <AMSpriggs@Venable.com>

Subject: BSA - Hanna Instruments, Inc.

John,

Please see the attached document sent on behalf of Linda Zirkelbach. The reasons for this settlement figure are as follows:

- **Microsoft Office Access 2007** – No proof of purchase received.

- **Microsoft Office Access 2010** – No proof of purchase received.
- **Microsoft Office Basic 2007** – Evidence received covered 2 installations; unable to apply purchase requisitions and purchase orders as evidence of purchase for remaining installations as these documents do not show a *completed* purchase of software licensing rights, as required in prior BSA correspondence. Rather, these document show steps leading up to a possible purchase.
- **Microsoft Office Home & Business 2010** –Evidence received covered 1 installation; unable to apply product keys as evidence of purchase for remaining installations because, as noted in earlier BSA correspondence, product keys do not provide information about the purchaser, purchase, date, seller, purchase price, and the like.
- **Microsoft Office Home & Business (MAC) 2011** – Evidence received covered 1 installation; unable to accept purchase order and purchase requisition provided as valid evidence of purchase as these documents do not show a *completed* purchase of software licensing rights, as required in prior BSA correspondence. Rather, these document show steps leading up to a possible purchase.
- **Microsoft Office Professional 2007** – Unable to accept price quote, purchase orders, and purchase requisitions provided as valid evidence of purchase as these documents do not show a *completed* purchase of software licensing rights, as required in prior BSA correspondence. Rather, these document show steps leading up to a possible purchase.
- **Microsoft Office Professional 2010** – Unable to accept purchase orders provided as valid evidence of purchase these documents do not show a *completed* purchase of software licensing rights, as required in prior BSA correspondence. Rather, these document show steps leading up to a possible purchase..
- **Microsoft Office Small Business 2007** –Order confirmation page covered 3 installations; unable to accept price quote provided as valid evidence of purchase for remaining installation as this document does not show a *completed* purchase of software licensing rights, as required in prior BSA correspondence. Rather, it shows a step leading up to a possible purchase.

As a result, the BSA deems these installations (without proper evidence of purchase) to be infringements upon its intellectual property, and calculated its settlement demand accordingly.

We ask that you please 1) confirm receipt of this email and 2) respond substantively by Tuesday, October 3, 2017.

We are happy to discuss this further if you have additional questions, and are more than willing to give you a call to negotiate a settlement that works for both parties.

Sincerely,

Bri

Briana C. Rizzo, Esq. | Venable LLP

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